

G**THE COMPANIES ACTS 1948 TO 1976****Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a company**Pursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976**41**Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

Company number

1403548

Name of Company

GALWAY WELLS

Limited*

I, Malcolm Roy Chettleburgh
of 140/141, Temple Chambers, Temple Avenue, London, EC4Y 0HE* delete if
inappropriate† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976do solemnly and sincerely declare that I am † a person named as Secretary of the
Company in the Statement delivered under Section 21 of the Companies
Act, 1976 of **GALWAY WELLS**

Limited*

and that all the requirements of the Companies Acts 1948 to 1976
in respect of matters precedent to the registration of the said company
and incidental thereto have been complied with.And I make this solemn Declaration conscientiously believing
the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835Declared at Temple Chambers, Temple Avenue,
London, E.C.4.the 13th day of NovemberOne thousand nine hundred and seventy-eightbefore me (Ivan I Henry)
A Commissioner for Oaths ‡ Justice of the Peace (Inner London)‡ or Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for OathsPresentor's name, address and
reference (if any)**M.R. CHETLEBURGH LTD**
140/141, Temple Chambers
Temple Avenue, London,
E.C.4Y 0HE.

For official use

General section

Post room

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

1403548

3

MEMORANDUM OF ASSOCIATION OF

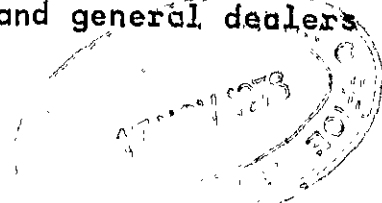
GALWAY WELLS



LIMITED

143090/7

1. The name of the Company is: GALWAY WELLS LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on business as manufacturers, importers, exporters, wholesalers and retailers in articles of all kinds for commercial, domestic and personal use, commodities, raw materials, foodstuffs and natural produce and to carry on business as butchers, grocers, greengrocers, fishmongers, poultry dealers, florists, horticulturalists, confectioners, tobacconists, ironmongers, radio and television dealers, photographic dealers, dealers in clothing, footwear, soft furnishings, furniture, floor and wall coverings, electrical goods and gifts and to operate all forms of retail shops and to carry on business as proprietors of launderettes, dry cleaners hairdressing salons, off licences, travel and ticket agents, employment agents, printers, publishers and stationers.
 - (b) To carry on business as builders, bricklayers, joiners, carpenters, plumbers, heating engineers, ventilation and air conditioning specialists, plasterers, electricians, gas engineers, tilers, shop front fitters; property dealers and developers, builders merchants, sand and gravel dealers, plant hirers, excavation and demolition contractors, scrap and waste dealers, property managers, financiers and finance agents, estate agents and mortgage and insurance brokers.
 - (c) To carry on business as hotel and motel proprietors, cafe and restaurant proprietors, market research specialists, advertising agents, motor engineers, garage proprietors, car dealers, coach operators, car hire and taxi proprietors, haulage contractors, removal contractors and general dealers and agents.



- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in any other Company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds whenever considered desirable.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid off.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.
- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any other purpose calculated to enhance the Company's business.

- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to and assist any charitable association and assist in the promotion thereof.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property of the Company in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

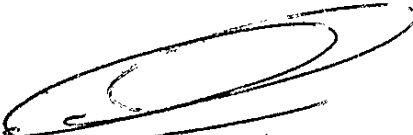
It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

WE, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and
Descriptions of Subscribers

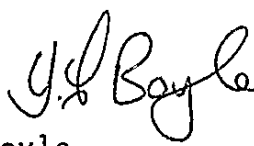
Number of Shares taken
by each Subscriber



Malcolm Roy Chettleburgh
140/141 Temple Chambers,
Temple Avenue,
London, EC4Y 0HE.

One

Company Registration Agent



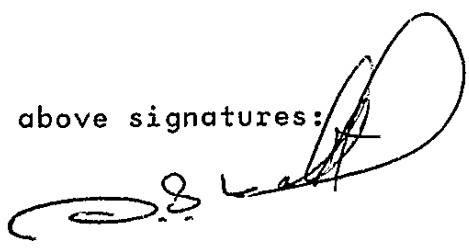
Yvonne Jeannette Boyle
140/141 Temple Chambers,
Temple Avenue,
London, EC4Y 0HE.

One

Company Registration Agent

Dated the 13th November 1978

Witness to the above signatures:



Robert Kelford
5 Artemis Close,
Gravesend,
Kent,
DA12 2QW.

Company Registration Agent

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

1403548 / 10

ARTICLES OF ASSOCIATION OF

GALWAY WELLS

LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act 1948 shall apply to this Company.

2. The following Articles of Part I of Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

SHARES

3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, - subject to the provisions of the next following Article and to Regulation 2 of Part II of Table A and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

4. Save as otherwise directed by the Company in General Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of the same

to such persons at such times and on such terms as they think proper.

LIEN

5. The lien conferred by Article 11 in Part I of Table "A" shall also attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of two or more joint holders thereof.

TRANSFER OF SHARES

6. A Member desiring to transfer shares shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

8. The Directors of the Company shall not be more than seven. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association. Until the first Directors have been appointed all their powers shall be vested in the Subscribers to the Memorandum of Association or their descendants in title.

9. The Company shall not be subject to section 185 of the Act and accordingly any person may be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

11. The first Secretary of the Company shall be Malcolm Roy Chettleburgh.

BORROWING POWERS OF THE DIRECTORS

12. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

13. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his

alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

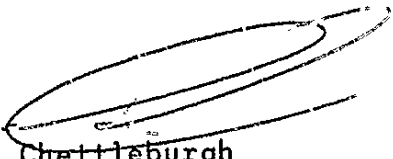
14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated

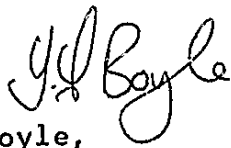
- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 182 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act,
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

Names, Addresses and Descriptions of Subscribers



Malcolm Roy Chettleburgh
140/141 Temple Chambers,
Temple Avenue,
London, EC4Y 0HE.

Company Registration Agent

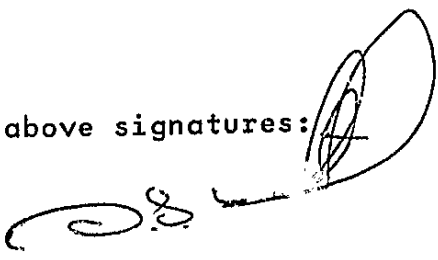


Yvonne Jeannette Boyle,
140/141 Temple Chambers,
Temple Avenue,
London, EC4Y 0HE.

Company Registration Agent

Dated the 13th November 1978

Witness to the above signatures:



Robert Kelford
5 Artemis Close,
Gravesend,
Kent,
DA12 2QW.

Company Registration Agent



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

* delete if
inappropriate

Company number

1102548/5

Name of Company

GALWAY WELLS

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

140/141 Temple Chambers., Temple Avenue, London E.C.4

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

M. R. CHETTLEBURGH LIMITED,

140/141 Temple Chambers, Temple Avenue, London, E.C.4Y OHE.

tele:- 01.353.1441.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

FILED BY:

M. R. CHETTLEBURGH LIMITED

140/141 Temple Chambers

London E.C.4

Y OHE

01.353.1441

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General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important.
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)		Business occupation
YVONNE JEANNETTE BOYLE		Company Registration Agent
Former name(s) (note 3)		Nationality
		British
Address (note 4)		Date of birth (where applicable) (note 6)
140/141 Temple Chambers, Temple Avenue, London E.C.4		
Particulars of other directorships (note 5)		
M.R.CHETTLEBURGH LIMITED		
CHETTLEBURGH INTERNATIONAL LIMITED.		
I hereby consent to act as director of the company named on page 1		
Signature <i>Y. Boyle</i>		Date 13th November 1978

Name (note 2)		Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature		Date

Name (note 2)		Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)

MALCOLM ROY CHETTLEBURGH

Former name(s) (note 3)

Address (notes 4 & 7)

140/141 Temple Chambers, Temple Avenue, London E.C.4

I hereby consent to act as secretary of the company named on page 1

Signature

Date 13th November 1978

Name (notes 2 & 7)

Former name(s) (note 3)

Address (notes 4 & 7)

I hereby consent to act as secretary of the company named on page 1

Signature

Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature

[Subscriber] [Agent]† Date 13th November 1978

Signature

[Subscriber] [Agent]† Date 13th November 1978



CERTIFICATE OF INCORPORATION

No. 1403548

I hereby certify that

GALWAY WELLS LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the **4TH DECEMBER 1978**

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

Number of Company: 1403548

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

OF

GALWAY WELLS LIMITED

Passed the 23rd day of July, 1980

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 23rd day of July, 1980 the following SPECIAL RESOLUTION was duly passed :-

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Clause 3 of the said Memorandum and by substituting therefor the new Clause a copy whereof has been submitted to this Meeting and for the purpose of identification subscribed by the Chairman.



CHAIRMAN.

Presented by:
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 0HP

JAC (Long) / Finch

The London Law Agency Limited, Temple Chambers, Temple Avenue, London, EC4Y 0HP

Number of Company 1403548. /12

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

GALWAY WELLS LIMITED

(As altered by Special Resolution passed on the 23rd July 1980)

1. The Name of the Company is " GALWAY WELLS LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) (i) To carry on the business of a Holding Company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell, or dispose of the same; and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and business of every description.
 - (ii) To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.
 - (iii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, haulage and transport contractors, electricians and general engineers, financiers for the promotion of the sale for cash or on credit, or on the instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and general merchants, agents and traders.

Presented by:
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,

Jane (Lond) Finch

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

N/c 1938/6/1
Number of Company: 1403548



THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

of

GALWAY WELLS LIMITED

Passed the 23rd day of July, 1980.

At an EXTRAORDINARY GENERAL MEETING of the Company,
duly convened, and held on the 23rd day of July, 1980,
the following SPECIAL RESOLUTION was duly passed :-

That the name of the Company be changed to

BOND INVESTMENTS LIMITED

Chairman.

Prepared by:
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0HP



JAC/Long/Finch/46

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1403548

117

I hereby certify that

GALWAY WELLS LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

BOND INVESTMENTS LIMITED

Given under my hand at Cardiff the

11TH AUGUST 1980

A handwritten signature in black ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies



THE COMPANIES ACTS 1948 TO 1976

Form No. 10

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type, or
bold block lettering



To the Registrar of Companies

For official use

Company number

115

1403548

Name of company

Galway Wells

Limited*

*delete if
inappropriate

† delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
(ordinary/extraordinary/special) resolution of the company dated 25th July, 1980,
the nominal capital of the company has been increased by the addition thereto of the sum of
£ 17,900 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows :

Number of shares	Class of share	Nominal amount of each share
17,900	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights, etc.) subject to which the new
shares have been or are to be issued are as follows :

Please tick here if
continued overleaf ☐

† delete as
appropriate

Signed

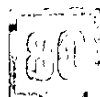
[Director][Secretary]† Date 25th July, 1980.

Presenter's name, address and
reference (if any):

Presented by:
The London Law Agency Ltd.,
Premier House,
309 Ballards Lane,
Temple Avenue,
London, EC4Y 0HP.

For official use
General Section

Post room



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Tel: 01-353 9471 (10 lines)

Number of Company: 1403548

14
THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

(Copy)

ORDINARY RESOLUTION
of
GALWAY WELLS LIMITED

Passed the 25th day of July, 19 80.

At an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened and held on the 25th day of July, 19 80
the following ORDINARY RESOLUTION was duly passed:-

That for the purpose of acquiring the whole or not less than 90% of the issued Share Capitals of Dalkate Securities Limited (Company Number 1051976) Englaston Limited (Company Number 1189240) and Movemasters Limited (Company Number 1271017) that the Share Capital of the Company be increased from £100 to £18,000 by the creation of 17,900 new Shares of £1 each ranking in all respects pari passu with the 100 existing Shares of £1 each in the Capital of the Company.

Chairman.



Presented by:-
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 1LP

JAC / LONG / FINECH

Number of Company: 1403548

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

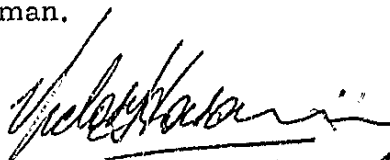
(Copy)

SPECIAL RESOLUTION
OF
BOND INVESTMENTS LIMITED

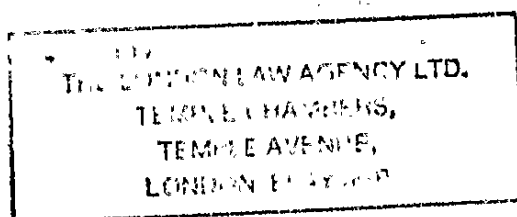
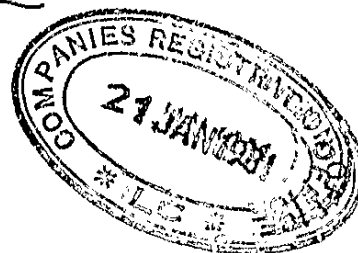
Passed the 23rd day of December, , 19 80

At an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held on the 23rd day of December, , 1980
the following SPECIAL RESOLUTION was duly passed :-

That the provisions of the Memorandum of Association
of the Company with respect to its objects be and
the same are hereby altered by deleting Clause 3 of
the said Memorandum and by substituting therefor
the new Clause a copy whereof has been submitted to
this Meeting and for the purpose of identification
subscribed by the Chairman.



VICTOR A. HARARI
CHAIRMAN.



JAC / LOW / FINCH.

COMPANY NUMBER 1403548

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

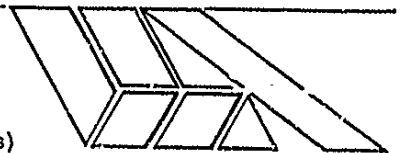
BOND INVESTMENTS LIMITED

Incorporated the 4th day of December, 1978.

The London Law Agency Limited

Company Registration Agents : Law Agents : Printers and Publishers

Temple Chambers, Temple Avenue, London, EC4Y 0HP Tel: 01-353 9471 (10 lines)



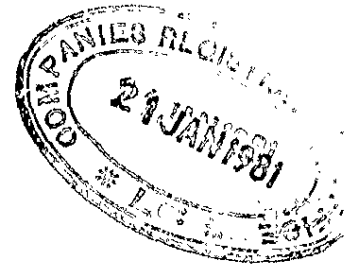
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BOND INVESTMENTS LIMITED

(As altered by Special Resolution passed the 23rd day of July, 1980
and on the 23rd December 1980.)



1. * The Name of the Company is "BOND INVESTMENTS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) (i) To carry on the business of a Holding Company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell, or dispose of the same; and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and business of every description.
 - (ii) To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.
 - (iii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, haulage and transport contractors, electricians and general engineers, financiers for the promotion of the sale for cash or on credit, or on the instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and general merchants, agents and traders.
 - (iv) To carry on the business of a leasing company in all its branches and to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof.

* The Name of the Company was, on the 11th day of August, 1980 changed from "GALWAY WELLS LIMITED".

Presented by: C. ...
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS.

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. * The Share Capital of the Company is £100 divided into 100 Shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

* By Ordinary Resolution passed on the 25th day of July, 1980 the Share Capital was increased to £18,000 divided into 18,000 Shares of £1 each.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BOND INVESTMENTS LIMITED


PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act 1948 shall apply to this Company.
2. The following Articles of Part I of Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

SHARES.

3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, - subject to the provisions of the next following Article and to Regulation 2 of Part II of Table A and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.
4. Save as otherwise directed by the Company in General Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

This print is filed pursuant to Section 9
of the European Communities Act 1972
p.p. THE LONDON LAW AGENCY LIMITED



LIEN.

5. The lien conferred by Article 11 in Part I of Table "A" shall also attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of two or more joint holders thereof.

TRANSFER OF SHARES.

6. A Member desiring to transfer shares shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holders at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS.

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS.

8. The Directors of the Company shall not be more than seven. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association. Until the first Directors have been appointed all their powers shall be vested in the Subscribers to the Memorandum of Association or their descendants in title.

9. The Company shall not be subject to section 185 of the Act and accordingly any person may be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY.

11. The first Secretary of the Company shall be Malcolm Roy Chettleburgh.

BORROWING POWERS OF THE DIRECTORS.

12. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS.

13. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat

as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS.

15. The office of a Director shall be vacated

- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 182 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act,
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.



COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

33

1403548

Name of company

*Insert full name of company

* BOND INVESTMENTS LTD.

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 10

†Delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 10 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a ~~subsidiary~~ [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed *M. J. [Signature]* [Director] [Secretary]† Date 28th January 1987.

Presentor's name, address and reference (if any):

V.A.H.
11/13 WAKLEY STREET
LONDON
EC4V 7LT

For official use
General Section

Post room



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

1403548

Name of company

* BOND INVESTMENTS LIMITED

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 3

3. The current accounting reference period of the company is to be treated as ~~(shortened)~~ [extended]† and ~~is to be treated as having come to an end~~† and ~~will come to an end~~† on

Day Month Year

3 1 0 3 1 9 9 3

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

6. Signed [Signature] Designation† DIRECTOR Date 8/9/92

Presentor's name address
telephone number and reference (if any):

For official use
D.E.B.

Post room

COMPANIES HOUSE
10 SEP 1992
M 77

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate